PLAZA ENTERTAINMENT, INC.

Family Universal Network F.U.N. Producer and Distributor of Quality Family Programming

EXHIBIT 16

MINUTES OF MEETING

THE BOARD OF DIRECTORS
PLAZA ENTERTAINMENT, INC.
SATURDAY, MARCH 28, 1998

The meeting was held at the Los Angeles offices of Jenkins & Gilchrist, a law firm located located at 12600 West Wilshire Boulevard, 15th floor, in the City of Los Angeles, State of California, 90066. The meeting was held on the twenty-eighth day of March, Nineteen Hundred and Ninety Eight at 10:00 a.m., Pacific Standard Time.

The Following Directors were present::

John C. Herklotz – Chairman Of The Board
Eric Parkinson – President and Secretary;

Thomas Gehring, Esq., was in attendance as an invited guest of the board, and in the capacity of providing legal commentary and corporate counsel. Charles von Bernuth, an officer in American Happenings, Inc., was also in attendance as an invited guest of John C. Herklotz.

The following are points of discussion which were on the Agenda and the respective discussions, where necessary, of each point, and which, as of this date, require no further board actions other than those specified below:

1). *RATIFICATION OF MINUTES OF PREVIOUS MEETING* -- Parkinson described a Board meeting that was held in the Plaza, Los Angeles offices in October, 1997 at which time board members Herklotz and Parkinson approved the opening of a corporate bank account at Imperial Bank, Los Angeles, along with the acceptance of approximately USD $140,000 in loans to the company from John C. Herklotz. However, the minutes of this meeting were not completed for the board's review or ratification. Parkinson also described a prior board meeting that was held at the Austin, TX offices of Jenkins & Gilchrist in September of 1997, at which time the company accepted the resignation of Gordon R. Granger as Chairman, following the unanimous election of John C. Herklotz to the board in that same position. It was suggested that the details of this transaction, along with the Board's acknowledgment that Herklotz had purchased Granger's 50% stake in the company's stock also be drafted into formal Board minutes. However, as neither Parkinson nor Jenkins & Gilchrist had completed the drafting of formal minutes of these two meetings, Parkinson moved that the board waive the ratification of the minutes at this time. Herklotz seconded the motion, and the motion passed unanimously to defer ratification of the September and October 1997 Board meetings until such time that the minutes could be formally written and reviewed.

2). *ELECTION OF ADDITIONAL BOARD MEMBERS* -- Parkinson suggested that the number of Board members be increased (to a level closer to the corporate by-laws suggesting a five member board). Parkinson nominated Charles von Bernuth to the position of Board member and Treasurer. Herklotz seconded the motion, and it was unanimously approved. Parkinson then suggested that Thomas Gehring be elected to the Board as a voting member (without a specific corporate title). Herklotz seconded the motion, and it was unanimously approved.

EXHIBIT 7

3). ***PRESIDENT'S REPORT*** – Parkinson presented the Board with details of the marketing plans currently underway for the May releases of "The Giant Of Thunder Mountain" and "Twisted." The printed reports included a sales forecast for both titles totaling approximately USD $10-million in gross billings, along with a cash requirement chart showing an imminent need for approximately USD $1.5-million in marketing and overhead funds in order to achieve the sales goals. The film "Twisted" was being marketing primarily on the star power of the case, especially Geoffrey Rush. However, over 90% of the sales were expected to be generated by "The Giant Of Thunder Mountain", due in large part, Parkinson said, to the multifaceted cross-promotional support arranged by Herklotz through his association with the Children's Miracle Network. Parkinson said that Plaza had recently hired several sales representatives from Hallmark Ent., and Cabin Fever Ent., and that these representatives and the company's retail and wholesale customers were expressing nearly unanimous enthusiasm and support for the release of "The Giant Of Thunder Mountain." However, consolidations, mergers and closings amongst independent home video distributors during the past few years had created a foundation of skepticism that Plaza would be successful in "delivering" the promotions and advertising that would be required to sell (approximately) one-million videos through the market. This attitude, Parkinson said, was the company's primary perception obstacle... defeatable simply by implementing the pre-sale trade advertising and marketing campaign as quickly as possible, then following through in mid-to-late May with the appropriate level of consumer advertising to drive the requisite re-orders.

4). ***DISCUSSION OF FINANCING SOURCES*** – A discussion ensued among the Board members regarding some of the options available to the company to secure the required marketing and operational funds. Although several potential lenders were mentioned (i.e., Imperial Bank, Santa Monica Bank, The Lewis Horwitz Organization), it was agreed that the start-up nature of Plaza as a business, combined with the company's current financials (consisting of two marginal -- or loss years -- followed by only "pro-forma" sales and profits) would most likely be disregarded by most conventional lending institutions. Accordingly, it was suggested that a loan would likely need to be supported by a personal guarantee of John Herklotz, with the possibility of some of Herklotz's assets also pledged; additionally, it was suggested by ~~Charles von Bernuth that the equity~~ in his ~~residence in Camarillo, California, may provide up to $500,000~~ in additional collateral if required. Charles von Bernuth suggested that the Board consider the acceptance of a loan from himself of approximately USD $20,000, and an additional sum of approximately USD $80,000 from his father to provide the company with interim working capital. Parkinson seconded the motion, and the Board voted unanimously to accept the loans from Charles von Bernuth and his father, under the terms that the loans would be paid back as quickly as reasonably possible, but not later than 120 days, with interest to be paid only at whatever rate charged to Charles or his father for the use of the funds during the life of the loan. John Herklotz then suggested that his majority stock position in the Tesuque Radio Corp. (New Mexico) may be desirable collateral for a loan to Plaza. He also suggested that he may be in a position to facilitate the purchase (or surrendering) of the majority shareholder position in Tesuque Radio Corp., which may further strengthen this asset as pledgable collateral. Thomas Gehring mentioned several contact names at the Santa Monica Bank who may be receptive to reviewing Plaza's business plans and loan requirements. After more than 30 minutes of general discussion, it was determined that each Board member would pursue whatever means reasonably available, but to do so under the direction of John C. Herklotz, who would be speaheading the company's search for capital. Charles von Bernuth agreed to provide Gehring with documentation relative to his residential real estate collateral pledge, as stand-by assets in ~~the event~~ additional collateral would be requested from Santa Monica Bank. or other lending institutions.

5). ***ACCEPTANCE OF NEW TITLE ACQUISITIONS*** -- Parkinson described to the Board the terms of three new programs offered to Plaza for home video release. "Pistol: Birth Of A Legend" and "Quest Of The Delta Knights" both entailed back-end guarantees, payable over time, but no advance. "Destiny of Marty Fine" had no guarantee or advance, royalties only at a reduced rate of 15%, and also included an option on the film director's next feature, a multi-million dollars thriller with several stars. The Board unanimously approved the deal structure for all three titles.

6). CALIFORNIA YOUTH THEATRE – Parkinson described to the Board the support that John C. Herklotz had pledged to C.Y.T. from his charitable trust, along with a generous cash donation, cumulatively totaling USD $300,000. Parkinson also described some of the benefits that may be available to Plaza if the company were to become a sponsor of the group by means of purchasing an "option" to film and distribute programming created by the group (for example, one of the programs anticipated would be a staged presentation of Shakespeare's "Macbeth" starring His Royal Highness Prince Edward, with a special appearance by Sean Connery; other programs include fairy-tale theater, youth symphony, popular musicals and dance). Under the plan proposed to Plaza by The California Youth Theatre (presented, actually by C.Y.T.'s primary sponsor, Paramount Studios), Plaza would pay to C.Y.T. on an annualized basis the sum of fifty-thousand dollars (USD $50,000). In consideration of this payment, Plaza would retain the exclusive option to film (or videotape) and market any of the productions or programs for which C.Y.T. would control these rights. There would be a royalty paid to C.Y.T. (to be negotiated in good faith on a title-by-title / program-by-program basis) from which the annual payment of $50,000 would first be recouped to Plaza. Due to the fundamental business sense of this arrangement, combined with the intangible -- but anticipated -- business benefits to be presented Plaza as a result of assuming such a close association with Paramount and its affiliated companies, Parkinson moved that the Board accept this proposal, and make a commitment to C.Y.T. for five years (cancelable at anytime at Plaza's sole discretion). Herklotz seconded the motion, and the matter was unanimously approved.

7). OTHER ACQUISITION OPPORTUNITIES -- Parkinson described to the Board several major releases that were available for Plaza to acquire. He discussed the importance of having a "major" title for the company to release each calendar quarter, due to the need for collections leverage, market presence, and locomotive support of the lesser titles already distributed by the company. He expressed concern after viewing the company's previously acquired, but just completed, animated film, "Puss In Boots" from Nibbelink Productions. The quality of the animation, Parkinson said, was not comparable to Nibbelink's previous works, including the Academy Award winner "Who Framed Roger Rabbit?". Therefore, Parkinson said that the film should probably be released a $14.95 suggested retail (instead of the previously anticipated $19.95 s.r.p.), and that the further step be taken to "package" along with the video a 32-page "storybook" to enhance Parkinson's marketing approach that the film is the world's first "living storybook.". Parkinson's top prospect for the company to consider as an "A" title is the Showcase Entertainment project in post-production known as "The Adventures of Ragtime." This film stars SHELLY LONG ("Cheers"), JAY THOMAS ("Mr. Holland's Opus") and JUSTIN COOPER (Jim Carrey's son in "Liar, Liar", and the star of Warner's new "Dennis The Menace Strikes Again"). Parkinson stated his belief that the film could be successful as a THEATRICAL release, which would serve as a foundation for a very successful release from Plaza to the sell-thru video market. Although there were no specific deal terms, Showcase had been aggressively pursuing Parkinson, and he told the Board that he felt it was possible for the company to acquire the film under very favorable terms. Parkinson also mentioned a film that may be produced in the summer utilizing off-balance sheet financing (specifically, foreign rights pre-buys arranged by Morris Asgar, a former production colleague of Parkinson's). The project, "Daddy's Little Hero" would be produced for approximately $250,000, although shot on 35mm, and starring Dan Haggerty. The logic of the project, Parkinson expressed, was that the proposed deal offered Plaza a no-risk opportunity to own the movie in perpetuity (by utilizing foreign financing), and that the most recent Dan Haggerty family film released to video, "Grizzly Mountain" had already sold more than 400,000 video units for LIVE Ent. at $19.95 sugg. retail. No Board action was taken on any of the above projects.

8). HEMDALE LIBRARY -- Parkinson described the status of this potential acquisition. No other bidders were expected to try to beat the American Happenings, Inc. offer of USD $340,000 cash, plus a $100,000 one-year note... primarily, Parkinson said, due to the support that most of the program suppliers had already pledged to the concept of an American Happenings / via Plaza Ent., Inc. re-issue of their programs onto video. However, the timing was still protracted, due to legal requirements. American Happenings would still need to make a settlement agreement with Larry Abramson, to be effective if the purchase were approved, which deal would need to be part of the Trustee's filing with the court. Once the filing were made, approximately 60 days would transpire prior to the completion of American Happening's "due diligence." At any time during the due diligence period, and for any reason at the sole discretion of American Happenings, the deal can be canceled. The schedule provided to Parkinson by David Isenberg (counsel for the Hemdale Trustee), indicated that a hearing may occur on or about May 19, 1998, at which time any "objections" to the sale would be ruled upon by the judge, and following which the "due diligence" period would commence.

9). *NATIONAL ASSOCIATION OF VIDEO DISTRIBUTORS* – Parkinson discussed an important video industry convention that was to occur in mid-April, the N.A.V.D. show, at which most of Plaza's principal wholesaler customers would be receiving mandatory presentations on Plaza. At these presentations, it would be expected that Plaza would to present a forecast of upcoming releases for the remainder of the year (which is the primary purpose of this trade show), as well as present the company with a solid forum to present additional marketing information and tips on "The Giant Of Thunder Mountain" and "Twisted." Parkinson suggested that the company prepare a business plan / outline feature acquired titles and pro-forma titles that could be presented at the N.A.V.D. in a "confidential" forum in order to support the perception that Plaza was a legitimate distributor of many films (not just "The Giant Of Thunder Mountain"), and was therefore worthy of the wholesaler's support. Charles von Bernuth suggested that the business plan / schedule was probably a good idea, to the extent that: the pro-forma titles and release schedule would not subject the company to any unreasonable liabilities, nor infringe upon the rights of the program licensors, or disclose too many confidential details of Plaza's financing or costs. Parkinson stated that "pro-forma" business plans were the norm at N.A.V.D., even for the major studios who would discuss properties such as "Lethal Weapon 5" before "Lethal Weapon 4" had even been shot.

THERE BEING NO FURTHER BUSINESS, THE MEETING WAS ADJOURNED AT 11:30 a.m., P.S.T.

RESOLVED, that all actions and decisions to the date hereof of the officers of the Corporation, where such persons have been acting in the capacity of the offices which they hold are hereby ratified and confirmed.

ERIC PARKINSON, President / Secretary

Dated As of the Twenty-eighth Day of March, 1998